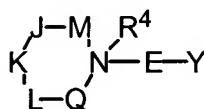


1. (CURRENTLY AMENDED) A compound of formula I:



(I)

or stereoisomers or pharmaceutically acceptable salts thereof, wherein:

M is absent or selected from CH₂, CHR⁵, CHR¹³, CR¹³R¹³, and CR⁵R¹³;

Q is selected from CH₂, CHR⁵, CHR¹³, CR¹³R¹³, and CR⁵R¹³;

J, K, and L are independently selected from CH₂, CHR⁵, CHR⁶,
 CR⁶R⁶ and CR⁵R⁶;

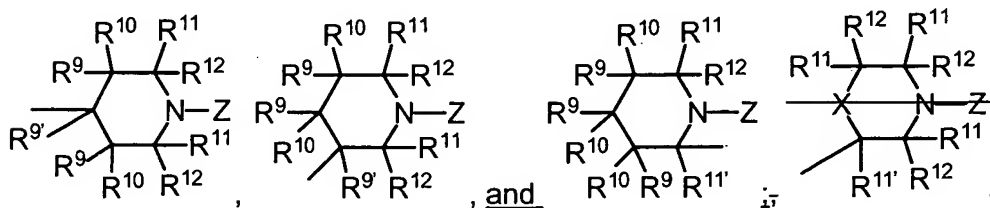
with the provisos:

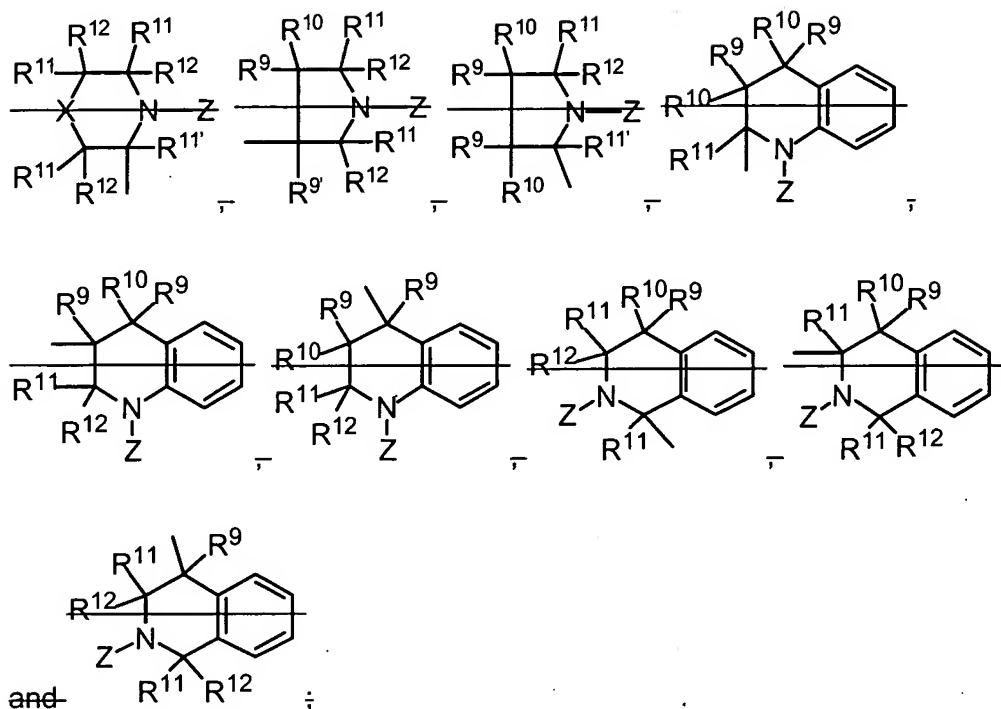
1) at least one of M, J, K, L, or Q contains an R⁵; and

2) when M is absent, J is selected from CH₂, CHR⁵, CHR¹³,
 and CR⁵R¹³;

E is -(CR⁷R⁸)-(CR⁹R¹⁰)_v;

Y is selected from:





X is selected from NR^{14} , O, and S;

Z is selected from C(O)R^3 , $\text{S(O)}_2\text{R}^3$, C(O)OR^3 , $\text{C(O)NR}^2\text{R}^3$,
 $\text{C(=NR}^1\text{)NR}^2\text{R}^3$, $\text{C(=CHCN)NR}^2\text{R}^3$, $\text{C(=CHNO}_2\text{)NR}^2\text{R}^3$, $\text{C(=C(CN)}_2\text{)NR}^2\text{R}^3$, and
 $(\text{CR}'\text{R}')_t$ -phenyl substituted with 0-5 R^{15} ;

R' , at each occurrence, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r\text{C}_{3-6}$
 cycloalkyl, and $(\text{CH}_2)_r$ -phenyl substituted with R^{15e} ;

R^1 is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, OH, CN, and $(\text{CH}_2)_w$ -phenyl;

R^2 is selected from H, C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, and a
 $(\text{CH}_2)_r\text{C}_{3-10}$ carbocyclic residue substituted with 0-5 R^{2a} ;

R^{2a} , at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r\text{C}_{3-6}$
 cycloalkyl, Cl, Br, I, F, $(\text{CF}_2)_r\text{CF}_3$, NO_2 , CN, $(\text{CH}_2)_r\text{NR}^{2b}\text{R}^{2b}$, $(\text{CH}_2)_r\text{OH}$, $(\text{CH}_2)_r\text{OR}^{2c}$,
 $(\text{CH}_2)_r\text{SH}$, $(\text{CH}_2)_r\text{SR}^{2c}$, $(\text{CH}_2)_r\text{C(O)R}^{2b}$, $(\text{CH}_2)_r\text{C(O)NR}^{2b}\text{R}^{2b}$, $(\text{CH}_2)_r\text{NR}^{2b}\text{C(O)R}^{2b}$,
 $(\text{CH}_2)_r\text{C(O)OR}^{2b}$, $(\text{CH}_2)_r\text{OC(O)R}^{2c}$, $(\text{CH}_2)_r\text{CH(=NR}^{2b}\text{)NR}^{2b}\text{R}^{2b}$,

$(\text{CH}_2)_r\text{NHC}(=\text{NR}^{2b})\text{NR}^{2b}\text{R}^{2b}$, $(\text{CH}_2)_r\text{S}(\text{O})_p\text{R}^{2c}$, $(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{2b}\text{R}^{2b}$,
 $(\text{CH}_2)_r\text{NR}^{2b}\text{S}(\text{O})_2\text{R}^{2c}$, and $(\text{CH}_2)_r\text{phenyl}$;

R^{2b} , at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

R^{2c} , at each occurrence, is selected from C_{1-5} alkyl, C_{3-6} cycloalkyl, and phenyl;

R^3 is selected from a $\text{CR}^{3'}\text{R}^{3''}\text{R}^{3''}$, $(\text{CR}^{3'}\text{R}^{3''})_r\text{C}_{3-10}$ carbocyclic residue substituted with 0-5 R^{15} and a $(\text{CR}^{3'}\text{R}^{3''})_r\text{C}_{3-10}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15} ;

$\text{R}^{3'}$ and $\text{R}^{3''}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, and phenyl;

R^4 is absent, ~~taken with the nitrogen to which it is attached to form an N oxide, or selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, $(\text{CH}_2)_q\text{C}(\text{O})\text{R}^{4b}$, $(\text{CH}_2)_q\text{C}(\text{O})\text{NR}^{4a}\text{R}^{4a'}$, $(\text{CH}_2)_q\text{C}(\text{O})\text{OR}^{4b}$, and a $(\text{CH}_2)_r\text{C}_{3-10}$ carbocyclic residue substituted with 0-3 R^{4e} ;~~

~~R^{4a} and $\text{R}^{4a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, and phenyl;~~

~~R^{4b} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, C_{2-8} alkynyl, and phenyl;~~

~~R^{4e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(\text{CF}_2)_r\text{CF}_3$, $(\text{CH}_2)_r\text{OC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{OH}$, $(\text{CH}_2)_r\text{SC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{NR}^{4a}\text{R}^{4a'}$, and $(\text{CH}_2)_r\text{phenyl}$;~~

R^5 is selected from a $(\text{CR}^{5'}\text{R}^{5''})_t\text{C}_{3-10}$ carbocyclic residue substituted with 0-5 R^{16} and a $(\text{CR}^{5'}\text{R}^{5''})_t\text{C}_{3-10}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{16} ;

$\text{R}^{5'}$ and $\text{R}^{5''}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, and phenyl;

R^6 , at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CF_2)_rCF_3$, CN, $(CH_2)_rNR^{6a}R^{6a'}$, $(CH_2)_rOH$, $(CH_2)_rOR^{6b}$, $(CH_2)_rSH$, $(CH_2)_rSR^{6b}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{6b}$, $(CH_2)_rC(O)NR^{6a}R^{6a'}$, $(CH_2)_rNR^{6d}C(O)R^{6a}$, $(CH_2)_rC(O)OR^{6b}$, $(CH_2)_rOC(O)R^{6b}$, $(CH_2)_rS(O)_pR^{6b}$, $(CH_2)_rS(O)_2NR^{6a}R^{6a'}$, $(CH_2)_rNR^{6d}S(O)_2R^{6b}$, and $(CH_2)_t$ phenyl substituted with 0-3 R^{6c} ;

R^{6a} and $R^{6a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{6c} ;

R^{6b} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{6c} ;

R^{6c} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, and $(CH_2)_rNR^{6d}R^{6d}$;

R^{6d} , at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^7 is selected from H, C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_qOH$, $(CH_2)_qSH$, $(CH_2)_qOR^{7d}$, $(CH_2)_qSR^{7d}$, $(CH_2)_qNR^{7a}R^{7a'}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{7b}$, $(CH_2)_rC(O)NR^{7a}R^{7a'}$, $(CH_2)_qNR^{7a}C(O)R^{7a}$, $(CH_2)_rC(O)OR^{7b}$, $(CH_2)_qOC(O)R^{7b}$, $(CH_2)_qS(O)_pR^{7b}$, $(CH_2)_qS(O)_2NR^{7a}R^{7a'}$, $(CH_2)_qNR^{7a}S(O)_2R^{7b}$, C_{1-6} haloalkyl, a $(CH_2)_rC_{3-10}$ carbocyclic residue substituted with 0-3 R^{7c} , and a $(CH_2)_r5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7c} ;

R^{7a} and $R^{7a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_rC_{3-10}$ carbocyclic residue substituted with 0-5 R^{7e} , and a $(CH_2)_r5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e} ;

R^{7b} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-2 R^{7e} , and a $(CH_2)_r5-6$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e} ;

R^{7c} , at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2 , CN, $(CH_2)_rNR^{7f}R^{7f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rSC_{1-4}$ alkyl, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{7b}$, $(CH_2)_rC(O)NR^{7f}R^{7f}$, $(CH_2)_rNR^{7f}C(O)R^{7a}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl, $(CH_2)_rOC(O)R^{7b}$, $(CH_2)_rC(=NR^{7f})NR^{7f}R^{7f}$, $(CH_2)_rS(O)_pR^{7b}$, $(CH_2)_rNHC(=NR^{7f})NR^{7f}R^{7f}$, $(CH_2)_rS(O)_2NR^{7f}R^{7f}$, $(CH_2)_rNR^{7f}S(O)_2R^{7b}$, and $(CH_2)_r$ phenyl substituted with 0-3 R^{7e} ;

R^{7d} , at each occurrence, is selected from C_{1-6} alkyl substituted with 0-3 R^{7e} , alkenyl, alkynyl, and a C_{3-10} carbocyclic residue substituted with 0-3 R^{7c} ;

R^{7e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and $(CH_2)_r$ phenyl;

R^{7f} , at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl;

R^8 is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and $(CH_2)_t$ phenyl substituted with 0-3 R^{8a} ;

R^{8a} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and $(CH_2)_r$ phenyl;

alternatively, R^7 and R^8 join to form C_{3-7} cycloalkyl, or $=NR^{8b}$;

R^{8b} is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, OH, CN, and $(CH_2)_r$ phenyl;

R^9 , $R^{9'}$, R^{10} , R^{11} , $R^{11'}$, R^{12} and R^{13} are H;

~~R^9 is independently selected from H, C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, F, Cl, Br, I, NO_2 , CN, $(CH_2)_rOH$, $(CH_2)_rSH$, $(CH_2)_rOR^{9d}$, $(CH_2)_rSR^{9d}$, $(CH_2)_rNR^{9a}R^{9a'}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{9b}$, $(CH_2)_rC(O)NR^{9a}R^{9a'}$, $(CH_2)_rNR^{9a}C(O)R^{9a}$, $(CH_2)_rNR^{9a}C(O)H$, $(CH_2)_rC(O)OR^{9b}$, $(CH_2)_rOC(O)R^{9b}$, $(CH_2)_rS(O)_pR^{9b}$, $(CH_2)_rS(O)_2NR^{9a}R^{9a'}$, $(CH_2)_rNR^{9a}S(O)_2R^{9b}$, C_{1-6} haloalkyl, a $(CH_2)_r$ C_{3-10} carbocyclic residue substituted with 0-~~

~~5-R^{9c}, and a (CH₂)_f-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9c};~~

~~R⁹ⁱ is independently selected from H, C₁₋₈-alkyl, C₂₋₈-alkenyl, C₂₋₈-alkynyl, F, Cl, Br, I, NO₂, CN, (CH₂)_fOH, (CH₂)_fSH, (CH₂)_fOR^{9d}, (CH₂)_fSR^{9d}, (CH₂)_fNR^{9a}R^{9a'}, (CH₂)_fC(O)OH, (CH₂)_fC(O)R^{9b}, (CH₂)_fC(O)NR^{9a}R^{9a'}, (CH₂)_fNR^{9a}C(O)R^{9a}, (CH₂)_fNR^{9a}C(O)H, (CH₂)_fC(O)OR^{9b}, (CH₂)_fOC(O)R^{9b}, (CH₂)_fS(O)_pR^{9b}, (CH₂)_fS(O)₂NR^{9a}R^{9a'}, (CH₂)_fNR^{9a}S(O)₂R^{9b}, C₁₋₆-haloalkyl, (CH₂)_f-C₃₋₆-cycloalkyl, (CH₂)_g-phenyl substituted with 0-5 R^{9c}, and a (CH₂)_g-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9c};~~

~~R^{9a} and R^{9a'}, at each occurrence, are selected from H, C₁₋₆-alkyl, C₂₋₈-alkenyl, C₂₋₈-alkynyl, a (CH₂)_f-C₃₋₁₀-carbocyclic residue substituted with 0-5 R^{9c}, and a (CH₂)_f-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9c};~~

~~R^{9b}, at each occurrence, is selected from C₁₋₆-alkyl, C₂₋₈-alkenyl, C₂₋₈-alkynyl, a (CH₂)_f-C₃₋₆-carbocyclic residue substituted with 0-2 R^{9c}, and a (CH₂)_f-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9c};~~

~~R^{9c}, at each occurrence, is selected from C₁₋₄-alkyl, C₂₋₈-alkenyl, C₂₋₈-alkynyl, (CH₂)_f-C₃₋₆-cycloalkyl, Cl, Br, I, F, (CF₂)_fCF₃, NO₂, CN, (CH₂)_fNR^{9f}R^{9f}, (CH₂)_fOH, (CH₂)_fOC₁₋₄-alkyl, (CH₂)_fSC₁₋₄-alkyl, (CH₂)_fC(O)OH, (CH₂)_fC(O)R^{9b}, (CH₂)_fC(O)NR^{9f}R^{9f}, (CH₂)_fNR^{9c}C(O)R^{9a}, (CH₂)_fC(O)OC₁₋₄-alkyl, (CH₂)_fOC(O)R^{9b}, (CH₂)_fC(=NR^{9f})NR^{9f}R^{9f}, (CH₂)_fS(O)_pR^{9b}, (CH₂)_fNHC(=NR^{9f})NR^{9f}R^{9f}, (CH₂)_fS(O)₂NR^{9f}R^{9f}, (CH₂)_fNR^{9c}S(O)₂R^{9b}, and (CH₂)_f-phenyl substituted with 0-3 R^{9c};~~

~~R^{9d}, at each occurrence, is selected from C₁₋₆-alkyl, C₂₋₆-alkenyl, C₂₋₆-alkynyl, a C₃₋₁₀-carbocyclic residue substituted with 0-3 R^{9c}, and a 5-6 membered heterocyclic system containing 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R^{9c};~~

~~R^{9e}, at each occurrence, is selected from C₁₋₆-alkyl, C₂₋₈-alkenyl, C₂₋₈-alkynyl, (CH₂)_f-C₃₋₆-cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_fCF₃, (CH₂)_fOC₁₋₅-alkyl, OH, SH, (CH₂)_fSC₁₋₅-alkyl, (CH₂)_fNR^{9f}R^{9f}, and (CH₂)_f-phenyl;~~

R^{9f} , at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl;

R^{10} is independently selected from H, C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, F, Cl, Br, I, NO_2 , CN, $(CH_2)_rOH$, $(CH_2)_rOR^{10d}$, $(CH_2)_rSR^{10d}$, $(CH_2)_rNR^{10a}R^{10a'}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{10b}$, $(CH_2)_rC(O)NR^{10a}R^{10a'}$, $(CH_2)_rNR^{10a}C(O)R^{10a}$, $(CH_2)_rNR^{10a}C(O)H$, $(CH_2)_rC(O)OR^{10b}$, $(CH_2)_rOC(O)R^{10b}$, $(CH_2)_rS(O)_pR^{10b}$, $(CH_2)_rS(O)_2NR^{10a}R^{10a'}$, $(CH_2)_rNR^{10a}S(O)_2R^{10b}$, C_{1-6} haloalkyl, a $(CH_2)_rC_{3-10}$ carbocyclic residue substituted with 0-5 R^{10e} , and a $(CH_2)_r5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;

R^{10a} and $R^{10a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_rC_{3-10}$ carbocyclic residue substituted with 0-5 R^{10e} , and a $(CH_2)_r5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;

R^{10b} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-2 R^{10e} , and a $(CH_2)_r5-6$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;

R^{10e} , at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2 , CN, $(CH_2)_rNR^{10f}R^{10f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rSC_{1-4}$ alkyl, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{10b}$, $(CH_2)_rC(O)NR^{10f}R^{10f}$, $(CH_2)_rNR^{10f}C(O)R^{10a}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl, $(CH_2)_rOC(O)R^{10b}$, $(CH_2)_rC(=NR^{10f})NR^{10f}R^{10f}$, $(CH_2)_rS(O)_pR^{10b}$, $(CH_2)_rNHC(=NR^{10f})NR^{10f}R^{10f}$, $(CH_2)_rS(O)_2NR^{10f}R^{10f}$, $(CH_2)_rNR^{10f}S(O)_2R^{10b}$, and $(CH_2)_r$ phenyl substituted with 0-3 R^{10e} ;

R^{10d} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, a C_{3-10} carbocyclic residue substituted with 0-3 R^{10e} , and a 5-6 membered heterocyclic system containing 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R^{10e} ;

R^{10f} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{10f}R^{10f}$, and $(CH_2)_r$ phenyl;

R^{10f} , at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl;

with the proviso that when R^{10} is OH, R^9 is not halogen, cyano, or bonded to the carbon to which it is attached through a heteroatom;

alternatively, R^9 and R^{10} join to form C_{3-7} cycloalkyl;

R^{11} is selected from H, C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_q OH$, $(CH_2)_q SH$, $(CH_2)_q OR^{11d}$, $(CH_2)_q SR^{11d}$, $(CH_2)_q NR^{11a} R^{11a'}$, $(CH_2)_r C(O)OH$, $(CH_2)_r C(O)R^{11b}$, $(CH_2)_r C(O)NR^{11a} R^{11a'}$, $(CH_2)_q NR^{11a} C(O)R^{11a}$, $(CH_2)_r C(O)OR^{11b}$, $(CH_2)_q OC(O)R^{11b}$, $(CH_2)_q S(O)_p R^{11b}$, $(CH_2)_q S(O)_2 NR^{11a} R^{11a'}$, $(CH_2)_q NR^{11a} S(O)_2 R^{11b}$, C_{1-6} haloalkyl, a $(CH_2)_r C_{3-10}$ carbocyclic residue substituted with 0-5 R^{11e} , and a $(CH_2)_r$ 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e} ;

$R^{11'}$ is selected from H, C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_q OH$, $(CH_2)_q SH$, $(CH_2)_q OR^{11d}$, $(CH_2)_q SR^{11d}$, $(CH_2)_q NR^{11a} R^{11a'}$, $(CH_2)_r C(O)OH$, $(CH_2)_r C(O)R^{11b}$, $(CH_2)_r C(O)NR^{11a} R^{11a'}$, $(CH_2)_q NR^{11a} C(O)R^{11a}$, $(CH_2)_r C(O)OR^{11b}$, $(CH_2)_q OC(O)R^{11b}$, $(CH_2)_q S(O)_p R^{11b}$, $(CH_2)_q S(O)_2 NR^{11a} R^{11a'}$, $(CH_2)_q NR^{11a} S(O)_2 R^{11b}$, C_{1-6} haloalkyl, a $(CH_2)_r C_{3-6}$ cycloalkyl, $(CH_2)_q$ phenyl substituted with 0-5 R^{11e} , and a $(CH_2)_q$ 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e} ;

R^{11a} and $R^{11a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r C_{3-10}$ carbocyclic residue substituted with 0-5 R^{11e} , and a $(CH_2)_r$ 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e} ;

R^{11b} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r C_{3-6}$ carbocyclic residue substituted with 0-2 R^{11e} , and a $(CH_2)_r$ 5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e} ;

R^{11e} , at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_r C_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_r CF_3$, NO_2 , CN, $(CH_2)_r NR^{11f} R^{11f}$, $(CH_2)_r OH$, $(CH_2)_r OC_{1-4}$

alkyl, $(\text{CH}_2)_r\text{SC}_{1-4}\text{-alkyl}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{11b}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{11f}\text{R}^{11f}$,
 $(\text{CH}_2)_r\text{NR}^{11f}\text{C}(\text{O})\text{R}^{11a}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{OC}_{1-4}\text{-alkyl}$, $(\text{CH}_2)_r\text{OC}(\text{O})\text{R}^{11b}$,
 $(\text{CH}_2)_r\text{C}(=\text{NR}^{11f})\text{NR}^{11f}\text{R}^{11f}$, $(\text{CH}_2)_r\text{NHC}(=\text{NR}^{11f})\text{NR}^{11f}\text{R}^{11f}$, $(\text{CH}_2)_r\text{S}(\text{O})_p\text{R}^{11b}$,
 $(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{11f}\text{R}^{11f}$, $(\text{CH}_2)_r\text{NR}^{11f}\text{S}(\text{O})_2\text{R}^{11b}$, and $(\text{CH}_2)_r\text{phenyl}$ substituted with 0-3
 R^{11e} ;

R^{11d} , at each occurrence, is selected from C_{1-6} -alkyl substituted with 0-3 R^{11e} , C_{2-6} -alkenyl, C_{2-6} -alkynyl, and a C_{3-10} -carbocyclic residue substituted with 0-3 R^{11e} ;

R^{11e} , at each occurrence, is selected from C_{1-6} -alkyl, C_{2-8} -alkenyl, C_{2-8} -alkynyl, C_{3-6} -cycloalkyl,
Cl, F, Br, I, CN, NO_2 , $(\text{CF}_2)_r\text{CF}_3$, $(\text{CH}_2)_r\text{OC}_{1-5}\text{-alkyl}$, OH, SH, $(\text{CH}_2)_r\text{SC}_{1-5}\text{-alkyl}$,
 $(\text{CH}_2)_r\text{NR}^{11f}\text{R}^{11f}$, and $(\text{CH}_2)_r\text{phenyl}$;

R^{11f} , at each occurrence, is selected from H, C_{1-5} -alkyl, and C_{3-6} -cycloalkyl;

R^{12} is selected from H, C_{1-6} -alkyl, $(\text{CH}_2)_q\text{OH}$, $(\text{CH}_2)_r\text{C}_{3-6}\text{-cycloalkyl}$, and $(\text{CH}_2)_t\text{phenyl}$ substituted
with 0-3 R^{12a} ;

R^{12a} , at each occurrence, is selected from C_{1-6} -alkyl, C_{2-8} -alkenyl, C_{2-8} -alkynyl, C_{3-6} -cycloalkyl,
Cl, F, Br, I, CN, NO_2 , $(\text{CF}_2)_r\text{CF}_3$, $(\text{CH}_2)_r\text{OC}_{1-5}\text{-alkyl}$, OH, SH, $(\text{CH}_2)_r\text{SC}_{1-5}\text{-alkyl}$,
 $(\text{CH}_2)_r\text{NR}^{9f}\text{R}^{9f}$, and $(\text{CH}_2)_r\text{phenyl}$;

R^{13} , at each occurrence, is selected from C_{1-4} -alkyl, C_{2-8} -alkenyl, C_{2-8} -alkynyl, C_{3-6} -cycloalkyl,
 $(\text{CF}_2)_w\text{CF}_3$, $(\text{CH}_2)_q\text{NR}^{13a}\text{R}^{13a'}$, $(\text{CH}_2)_q\text{OH}$, $(\text{CH}_2)_q\text{OR}^{13b}$, $(\text{CH}_2)_q\text{SH}$, $(\text{CH}_2)_q\text{SR}^{13b}$,
 $(\text{CH}_2)_w\text{C}(\text{O})\text{OH}$, $(\text{CH}_2)_w\text{C}(\text{O})\text{R}^{13b}$, $(\text{CH}_2)_w\text{C}(\text{O})\text{NR}^{13a}\text{R}^{13a'}$, $(\text{CH}_2)_q\text{NR}^{13d}\text{C}(\text{O})\text{R}^{13a}$,
 $(\text{CH}_2)_w\text{C}(\text{O})\text{OR}^{13b}$, $(\text{CH}_2)_q\text{OC}(\text{O})\text{R}^{13b}$, $(\text{CH}_2)_w\text{S}(\text{O})_p\text{R}^{13b}$, $(\text{CH}_2)_w\text{S}(\text{O})_2\text{NR}^{13a}\text{R}^{13a'}$,
 $(\text{CH}_2)_q\text{NR}^{13d}\text{S}(\text{O})_2\text{R}^{13b}$, and $(\text{CH}_2)_w\text{-phenyl}$ substituted with 0-3 R^{13c} ;

R^{13a} and $\text{R}^{13a'}$, at each occurrence, are selected from H, C_{1-6} -alkyl, C_{3-6} -cycloalkyl, and phenyl
substituted with 0-3 R^{13c} ;

R^{13b} , at each occurrence, is selected from C_{1-6} -alkyl, C_{3-6} -
cycloalkyl, and phenyl substituted with 0-3 R^{13c} ;

R^{13c}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CH₂)_rOH, (CH₂)_rSC₁₋₅ alkyl, and (CH₂)_rNR^{13d}R^{13d};

R^{13d}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

~~R¹⁴ is selected from C₁₋₄ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, C(O)NR^{14a}R^{14a'}, C(O)R^{14b}, C(O)OC₁₋₄ alkyl, (CH₂)_rS(O)_pR^{14b}, (CH₂)_rphenyl substituted with 0-3 R^{14e};~~

~~R^{14a} and R^{14a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{14e}, and a (CH₂)_r 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{14e};~~

~~R^{14b}, at each occurrence, is selected from C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{14e}, and a (CH₂)_r 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{14e}; and~~

~~R^{14e}, at each occurrence, is selected from C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, (CH₂)_wphenyl;~~

R¹⁵, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CHR')_rNR^{15a}R^{15a'}, (CHR')_rOH, (CHR')_rO(CHR')_rR^{15d}, (CHR')_rSH, (CHR')_rC(O)H, (CHR')_rS(CHR')_rR^{15d}, (CHR')_rC(O)OH, (CHR')_rC(O)(CHR')_rR^{15b}, (CHR')_rC(O)NR^{15a}R^{15a'}, (CHR')_rNR^{15f}C(O)(CHR')_rR^{15b}, (CHR')_rC(O)O(CHR')_rR^{15d}, (CHR')_rOC(O)(CHR')_rR^{15b}, (CHR')_rC(=NR^{15f})NR^{15a}R^{15a'}, (CHR')_rNHC(=NR^{15f})NR^{15f}R^{15f}, (CHR')_rS(O)_p(CHR')_rR^{15b}, (CHR')_rS(O)₂NR^{15a}R^{15a'}, (CHR')_rNR^{15f}S(O)₂(CHR')_rR^{15b}, C₁₋₆ haloalkyl, C₂₋₈ alkenyl substituted with 0-3 R', C₂₋₈ alkynyl substituted with 0-3 R', (CHR')_rphenyl substituted with 0-3 R^{15e}, and a (CH₂)_r 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15a} and R^{15a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_rC₃₋₁₀ carbocyclic residue substituted with 0-5 R^{15e}, and a (CH₂)_r 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_rC₃₋₆ carbocyclic residue substituted with 0-3 R^{15e}, and (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15d}, at each occurrence, is selected from C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₁₋₆ alkyl substituted with 0-3 R^{15e}, a (CH₂)_rC₃₋₁₀ carbocyclic residue substituted with 0-3 R^{15e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15e};

R^{15e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{15f}R^{15f}, and (CH₂)_rphenyl;

R^{15f}, at each occurrence, is selected from H, C₁₋₅ alkyl, C₃₋₆ cycloalkyl, and phenyl;

R¹⁶, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CHR')_rNR^{16a}R^{16a'}, (CHR')_rOH, (CHR')_rO(CHR')_rR^{16d}, (CHR')_rSH, (CHR')_rC(O)H, (CHR')_rS(CHR')_rR^{16d}, (CHR')_rC(O)OH, (CHR')_rC(O)(CHR')_rR^{16b}, (CHR')_rC(O)NR^{16a}R^{16a'}, (CHR')_rNR^{16f}C(O)(CHR')_rR^{16b}, (CHR')_rC(O)O(CHR')_rR^{16d}, (CHR')_rOC(O)(CHR')_rR^{16b}, (CHR')_rC(=NR^{16f})NR^{16a}R^{16a'}, (CHR')_rNHC(=NR^{16f})NR^{16f}R^{16f}, (CHR')_rS(O)_p(CHR')_rR^{16b}, (CHR')_rS(O)₂NR^{16a}R^{16a'}, (CHR')_rNR^{16f}S(O)₂(CHR')_rR^{16b}, C₁₋₆ haloalkyl, C₂₋₈ alkenyl substituted with 0-3 R', C₂₋₈ alkynyl substituted with 0-3 R', and (CHR')_rphenyl substituted with 0-3 R^{16e};

R^{16a} and R^{16a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_rC₃₋₁₀ carbocyclic residue substituted with 0-5 R^{16e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e};

R^{16b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_rC₃₋₆ carbocyclic residue substituted with 0-3 R^{16e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e};

R^{16d}, at each occurrence, is selected from C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₁₋₆ alkyl substituted with 0-3 R^{16e}, a (CH₂)_rC₃₋₁₀ carbocyclic residue substituted with 0-3 R^{16e}, and a (CH₂)_r-5-6

membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{16e};

R^{16e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{16f}R^{16f}, and (CH₂)_rphenyl;

R^{16f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

v is selected from 0, 1, and 2;

t is selected from 1 and 2;

w is selected from 0 and 1;

r is selected from 0, 1, 2, 3, 4, and 5;

q is selected from 1, 2, 3, 4, and 5; and

p is selected from 1, 2, and 3.

2. (CURRENTLY AMENDED) The compound according to Claim 1, wherein:

~~R⁴ is absent, taken with the nitrogen to which it is attached to form an N-oxide, or selected from C₁₋₈ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{4e};~~

~~R^{4e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CH₂)_rOH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4a}R^{4a'}, and (CH₂)_rphenyl;~~

R² is selected from H and C₁₋₄ alkyl;

R⁶, at each occurrence, is selected from C₁₋₄ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, (CF₂)_rCF₃, CN, (CH₂)_rOH, (CH₂)_rOR^{6b}, (CH₂)_rC(O)R^{6b}, (CH₂)_rC(O)NR^{6a}R^{6a'}, (CH₂)_rNR^{6d}C(O)R^{6a}, and (CH₂)_tphenyl substituted with 0-3 R^{6c};

R^{6a} and R^{6a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6b}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6c}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CH₂)_rOH, (CH₂)_rSC₁₋₅ alkyl, and (CH₂)_rNR^{6d}R^{6d};

R^{6d}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R⁷, is selected from H, C₁₋₃ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_qOH, (CH₂)_qOR^{7d}, (CH₂)_qNR^{7a}R^{7a'}, (CH₂)_rC(O)R^{7b}, (CH₂)_rC(O)NR^{7a}R^{7a'}, (CH₂)_qNR^{7a}C(O)R^{7a}, C₁₋₆ haloalkyl, (CH₂)_rphenyl with 0-2 R^{7c};

R^{7a} and R^{7a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_rphenyl substituted with 0-3 R^{7e};

R^{7b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_rphenyl substituted with 0-3 R^{7e};

R^{7c}, at each occurrence, is selected from C₁₋₄ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^{7f}R^{7f}, (CH₂)_rOH, (CH₂)_rOC₁₋₄ alkyl, (CH₂)_rC(O)R^{7b}, (CH₂)_rC(O)NR^{7f}R^{7f}, (CH₂)_rNR^{7f}C(O)R^{7a}, (CH₂)_rS(O)_pR^{7b}, (CH₂)_rS(O)₂NR^{7f}R^{7f}, (CH₂)_rNR^{7f}S(O)₂R^{7b}, and (CH₂)_rphenyl substituted with 0-2 R^{7e};

R^{7d}, at each occurrence, is selected from C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_rphenyl substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

R^{7f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl;

R⁸ is H or joins with R⁷ to form =NR^{8b};

~~R⁹ is selected from H, C₁₋₃-alkyl, (CH₂)_rC₃₋₆-cycloalkyl, (CH₂)_rOH, (CH₂)_rOR^{9d}, (CH₂)_rNR^{9a}R^{9a'}, (CH₂)_rC(O)R^{9b}, (CH₂)_rC(O)NR^{9a}R^{9a'}, (CH₂)_rNR^{9a}C(O)R^{9a}, C₁₋₆-haloalkyl, (CH₂)_rphenyl with 0-2 R^{9e}, (CH₂)_r5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R¹⁵;~~

~~R^{9'} is selected from H, C₁₋₃-alkyl, (CH₂)_rC₃₋₆-cycloalkyl, (CH₂)_rOH, (CH₂)_rOR^{9d}, (CH₂)_rNR^{9a}R^{9a'}, (CH₂)_rC(O)R^{9b}, (CH₂)_rC(O)NR^{9a}R^{9a'}, (CH₂)_rNR^{9a}C(O)R^{9a}, C₁₋₆-haloalkyl, (CH₂)_rphenyl with 0-2 R^{9e}, (CH₂)_r5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R¹⁵;~~

~~R^{9a} and R^{9a'}, at each occurrence, are selected from H, C₁₋₆-alkyl, (CH₂)_rC₃₋₆-cycloalkyl, a (CH₂)_rphenyl substituted with 0-3 R^{9e};~~

~~R^{9b}, at each occurrence, is selected from C₁₋₆-alkyl, C₂₋₈-alkenyl, C₂₋₈-alkynyl, (CH₂)_rC₃₋₆-cycloalkyl, (CH₂)_rphenyl substituted with 0-3 R^{9e};~~

~~R^{9c}, at each occurrence, is selected from C₁₋₄-alkyl, C₂₋₈-alkenyl, C₂₋₈-alkynyl, (CH₂)_rC₃₋₆-cycloalkyl, Cl, Br, I, F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^{9f}R^{9f}, (CH₂)_rOH, (CH₂)_rOC₁₋₄-alkyl, (CH₂)_rC(O)R^{9b}, (CH₂)_rC(O)NR^{9f}R^{9f}, (CH₂)_rNR^{9f}C(O)R^{9a}, (CH₂)_rS(O)_pR^{9b}, (CH₂)_rS(O)₂NR^{9f}R^{9f}, (CH₂)_rNR^{9f}S(O)₂R^{9b}, and (CH₂)_rphenyl substituted with 0-2 R^{9e};~~

~~R^{9d}, at each occurrence, is selected from C₁₋₆-alkyl, (CH₂)_rC₃₋₆-cycloalkyl, (CH₂)_rphenyl substituted with 0-3 R^{9e};~~

~~R^{9e}, at each occurrence, is selected from C₁₋₆-alkyl, C₂₋₈-alkenyl, C₂₋₈-alkynyl, C₃₋₆-cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅-alkyl, OH, SH, (CH₂)_rSC₁₋₅-alkyl, (CH₂)_rNR^{9f}R^{9f}, and (CH₂)_rphenyl;~~

~~R^{9f}, at each occurrence, is selected from H, C₁₋₅-alkyl and C₃₋₆-cycloalkyl;~~

R¹⁰ is H;

~~R¹¹~~, is selected from H, C₁₋₃-alkyl, (CH₂)_rC₃₋₆-cycloalkyl, (CH₂)_qOH, (CH₂)_qOR^{11d}, (CH₂)_qNR^{11a}R^{11a'}, (CH₂)_rC(O)R^{11b}, (CH₂)_rC(O)NR^{11a}R^{11a'}, (CH₂)_qNR^{11a}C(O)R^{11a}, C₁₋₆-haloalkyl, (CH₂)_rphenyl with 0-2 R^{11e}, (CH₂)_r5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R¹⁵;

~~R^{11'}~~, is selected from H, C₁₋₃-alkyl, (CH₂)_rC₃₋₆-cycloalkyl, (CH₂)_qOH, (CH₂)_qOR^{11d}, (CH₂)_qNR^{11a}R^{11a'}, (CH₂)_rC(O)R^{11b}, (CH₂)_rC(O)NR^{11a}R^{11a'}, (CH₂)_qNR^{11a}C(O)R^{11a}, C₁₋₆-haloalkyl, (CH₂)_rphenyl with 0-2 R^{11e}, (CH₂)_r5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R¹⁵;

~~R^{11a} and R^{11a'}~~, at each occurrence, are selected from H, C₁₋₆-alkyl, (CH₂)_rC₃₋₆-cycloalkyl, a (CH₂)_rphenyl substituted with 0-3 R^{11e};

~~R^{11b}~~, at each occurrence, is selected from C₁₋₆-alkyl, C₂₋₈-alkenyl, C₂₋₈-alkynyl, (CH₂)_rC₃₋₆-cycloalkyl, (CH₂)_rphenyl substituted with 0-3 R^{11e};

~~R^{11e}~~, at each occurrence, is selected from C₁₋₄-alkyl, C₂₋₈-alkenyl, C₂₋₈-alkynyl, (CH₂)_rC₃₋₆-cycloalkyl, Cl, Br, I, F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^{11f}R^{11f}, (CH₂)_rOH, (CH₂)_rOC₁₋₄-alkyl, (CH₂)_rC(O)R^{11b}, (CH₂)_rC(O)NR^{11f}R^{11f}, (CH₂)_rNR^{11f}C(O)R^{11a}, (CH₂)_rS(O)_pR^{11b}, (CH₂)_rS(O)₂NR^{11f}R^{11f}, (CH₂)_rNR^{11f}S(O)₂R^{11b}, and (CH₂)_rphenyl substituted with 0-2 R^{11e};

~~R^{11d}~~, at each occurrence, is selected from C₁₋₆-alkyl, (CH₂)_rC₃₋₆-cycloalkyl, (CH₂)_rphenyl substituted with 0-3 R^{11e};

~~R^{11e}~~, at each occurrence, is selected from C₁₋₆-alkyl, C₂₋₈-alkenyl, C₂₋₈-alkynyl, C₃₋₆-cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅-alkyl, OH, SH, (CH₂)_rSC₁₋₅-alkyl, (CH₂)_rNR^{11f}R^{11f}, and (CH₂)_rphenyl;

~~R^{11f}~~, at each occurrence, is selected from H, C₁₋₅-alkyl and C₃₋₆-cycloalkyl;

~~R¹² is H;~~

R¹³, at each occurrence, is selected from C₁₋₄-alkyl, C₃₋₆-cycloalkyl, (CH₂)NR^{13a}R^{13a'}, (CH₂)OH, (CH₂)OR^{13b}, (CH₂)_wC(O)R^{13b}, (CH₂)_wC(O)NR^{13a}R^{13a'}, (CH₂)NR^{13d}C(O)R^{13a},

$(\text{CH}_2)_w\text{S}(\text{O})_2\text{NR}^{13a}\text{R}^{13a'}$, $(\text{CH}_2)\text{NR}^{13d}\text{S}(\text{O})_2\text{R}^{13b}$, and $(\text{CH}_2)_w$ -phenyl substituted with 0-3 R^{13c} ;

R^{13a} and $\text{R}^{13a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{13c} ;

R^{13b} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{13c} ;

R^{13c} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(\text{CF}_2)_r\text{CF}_3$, $(\text{CH}_2)_r\text{OC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{OH}$, and $(\text{CH}_2)_r\text{NR}^{13d}\text{R}^{13d}$;

R^{13d} , at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

v is selected from 1 and 2;

q is selected from 1, 2, and 3; and

r is selected from 0, 1, 2, and 3..

3. (ORIGINAL) The compound according to Claim 2, wherein:

R^3 is selected from a $(\text{CR}^{3'}\text{H})_r$ -carbocyclic residue substituted with 0-5 R^{15} , wherein the carbocyclic residue is selected from phenyl, C_{3-6} cycloalkyl, naphthyl, and adamantyl; and a $(\text{CR}^{3'}\text{H})_r$ -heterocyclic system substituted with 0-3 R^{15} , wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, isoindolyl, piperidinyl, pyrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl; and

R^5 is selected from $(\text{CR}^{5'}\text{H})_t$ -phenyl substituted with 0-5 R^{16} ; and a $(\text{CR}^{5'}\text{H})_t$ -heterocyclic system substituted with 0-3 R^{16} , wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl,

isoindolyl, piperidiny, pyrrolizyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl.

4. (CANCELED)

5. (CURRENTLY AMENDED) The compound according to Claim 3 4, wherein the

R¹⁶, at each occurrence, is selected from C₁₋₈ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, CF₃, Cl, Br, I, F, (CH₂)_rNR^{16a}R^{16a'}, NO₂, CN, OH, (CH₂)_rOR^{16d}, (CH₂)_rC(O)R^{16b}, (CH₂)_rC(O)NR^{16a}R^{16a'}, (CH₂)_rNR^{16f}C(O)R^{16b}, (CH₂)_rS(O)_pR^{16b}, (CH₂)_rS(O)₂NR^{16a}R^{16a'}, (CH₂)_rNR^{16f}S(O)₂R^{16b}, and (CH₂)_rphenyl substituted with 0-3 R^{16e};

R^{16a} and R^{16a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{16e};

R^{16b}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{16e};

R^{16d}, at each occurrence, is selected from C₁₋₆ alkyl and phenyl;

R^{16e}, at each occurrence, is selected from C₁₋₆ alkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, OH, and (CH₂)_rOC₁₋₅ alkyl; and

R^{16f}, at each occurrence, is selected from H, and C₁₋₅ alkyl.

6. (ORIGINAL) The compound according to Claim 5, wherein R⁵ is CH₂-phenyl substituted with 0-3 R¹⁶.

7. (ORIGINAL) The compound according to Claim 6, wherein:

R³ is selected from a carbocyclic residue substituted with 0-3 R¹⁵, wherein the carbocyclic residue is selected from phenyl and C₃₋₆ cycloalkyl; and a heterocyclic system substituted with 0-3 R¹⁵, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl,

benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, isoindolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl.

8. (ORIGINAL) The compound according to Claim 7, wherein:

R¹⁵, at each occurrence, is selected from C₁₋₈ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, CF₃, Cl, Br, I, F, (CH₂)_rNR^{15a}R^{15a'}, NO₂, CN, OH, (CH₂)_rOR^{15d}, (CH₂)_rC(O)R^{15b}, (CH₂)_rC(O)NR^{15a}R^{15a'}, (CH₂)_rNR^{15f}C(O)R^{15b}, (CH₂)_rS(O)_pR^{15b}, (CH₂)_rS(O)₂NR^{15a}R^{15a'}, (CH₂)_rNR^{15f}S(O)₂R^{15b}, (CH₂)_rphenyl substituted with 0-3 R^{15e}, and a (CH₂)_{r-5-6} membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15a} and R^{15a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{15e};

R^{15b}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{15e};

R^{15d}, at each occurrence, is selected from C₁₋₆ alkyl and phenyl;

R^{15e}, at each occurrence, is selected from C₁₋₆ alkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, OH, and (CH₂)_rOC₁₋₅ alkyl; and

R^{15f}, at each occurrence, is selected from H, and C₁₋₅ alkyl.

9. (ORIGINAL) The compound according to Claim 8, wherein E is -CR⁷R⁸-.

10. (ORIGINAL) The compound according to Claim 9, wherein:
Z is selected from C(O)NR²R³, C(=NR¹)NR²R³, C(=CHCN)NR²R³, C(=CHNO₂)NR²R³, and C(=C(CN)₂)NR²R³.

11. (ORIGINAL) The compound according to Claim 10, wherein:

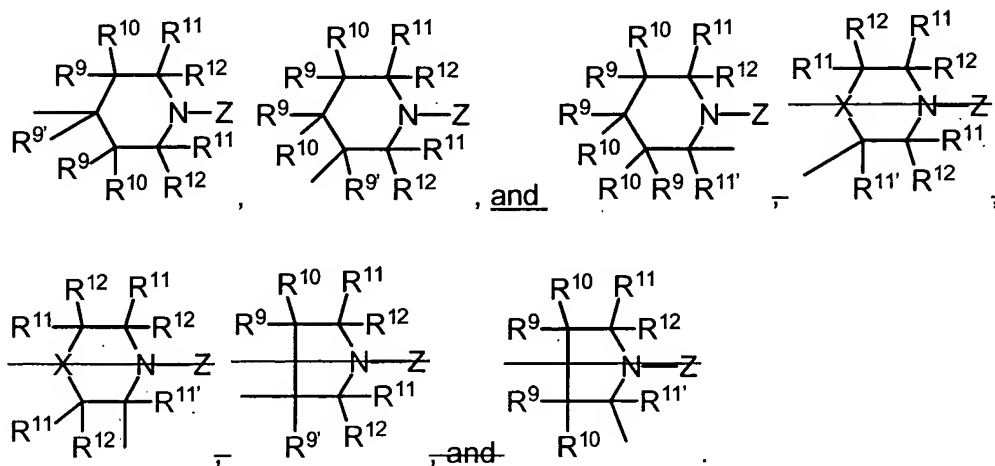
R^6 is H; and

when K is CHR^5 , either:

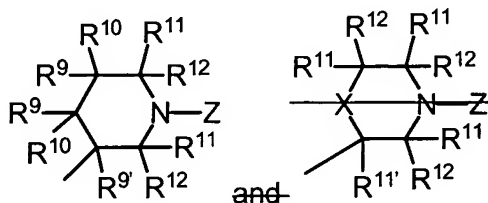
- 1) M is absent, or
- 2) Z is other than $C(O)NR^2R^3$.

12. (ORIGINAL) The compound according to Claim 11, wherein E is $-CH_2-$.

13. (CURRENTLY AMENDED) The compound according to Claim 11, wherein:
 Y is selected from:



14. (CURRENTLY AMENDED) The compound according to Claim 13, wherein:
 Y is selected from:



15. (ORIGINAL) The compound according to Claim 11, wherein:
 R^{16} , at each occurrence, is selected from C_{1-8} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, CF_3 , Cl, Br, I, F, $(CH_2)_rNR^{16a}R^{16a'}$, CN, OH, OCF_3 , $(CH_2)_rOR^{16d}$, $(CH_2)_rC(O)R^{16b}$;

R^{16a} and R^{16a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R^{16b}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{16e};

R^{16d}, at each occurrence, is selected from C₁₋₆ alkyl and phenyl.

16. (ORIGINAL) The compound according to Claim 15, wherein R¹⁶ is selected from F, Cl, Br, OCF₃, and CF₃.

17. (ORIGINAL) The compound according to Claim 11, wherein:

R¹⁵, at each occurrence, is selected from CN, C(O)R^{15b}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15b}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{15e}; and

R^{15e}, at each occurrence, is selected from C₁₋₆ alkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, OH, and (CH₂)_rOC₁₋₅ alkyl.

18. (ORIGINAL) The compound according to Claim 15, wherein:

R¹⁵, at each occurrence, is selected from CN, C(O)R^{15b}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15b}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{15e}; and

R^{15e}, at each occurrence, is selected from C₁₋₆ alkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, OH, and (CH₂)_rOC₁₋₅ alkyl.

19. (ORIGINAL) The compound according to Claim 11, wherein:

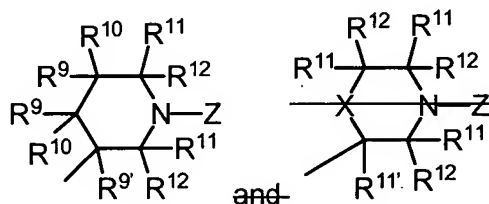
J and Q are CH₂; and

M is absent or CH₂.

20. (CURRENTLY AMENDED) The compound according to Claim 15, wherein:

E is -CH₂-; and

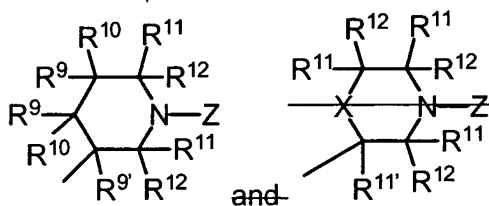
Y is ~~selected from:~~



21. (CURRENTLY AMENDED) The compound according to Claim 17, wherein:

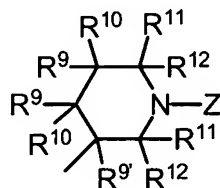
E is -CH₂-; and

Y is ~~selected from:~~



22. (ORIGINAL) The compound according to Claim 19, wherein:

Y is:



23. (CANCELED)

24. (ORIGINAL) The compound according to Claim 22, wherein K is CH₂.

25. (CANCELED)

26. (ORIGINAL) The compound according to Claim 1, wherein:

Z is selected from $C(=NR^1)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

27. (ORIGINAL) The compound according to Claim 2, wherein:
Z is selected from $C(=NR^1)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

28. (CURRENTLY AMENDED) The compound according to Claim 5 4, wherein:
Z is selected from $C(=NR^1)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

29. (ORIGINAL) The compound according to Claim 7, wherein:
Z is selected from $C(=NR^1)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

30. (ORIGINAL) The compound according to Claim 13, wherein:
Z is selected from $C(=NR^1)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

31. (ORIGINAL) The compound according to Claim 22, wherein:
Z is selected from $C(=NCN)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

32. (CANCELED)

33. (ORIGINAL) The compound according to Claim 24, wherein:
Z is selected from $C(=NCN)NHR^3$ and $C(=C(CN)_2)NHR^3$; and R^{16} is selected from F, Cl, Br, OCF_3 , and CF_3 .

34. (CANCELED)

35. (ORIGINAL) The compound according to Claim 14, wherein:
Z is selected from $C(=NCN)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

36. (ORIGINAL) The compound according to Claim 11, wherein R^3 is phenyl substituted with 0-3 R^{15} .

37. (ORIGINAL) The compound according to Claim 14, wherein R^3 is phenyl substituted with 0-3 R^{15} .

38. (ORIGINAL) The compound according to Claim 17, wherein R³ is phenyl substituted with 0-3 R¹⁵.

39. (ORIGINAL) The compound according to Claim 14, wherein:
R³ is phenyl substituted with 0-3 R¹⁵;
Z is selected from C(=NR¹)NR²R³ and C(=C(CN)₂)NR²R³;
J and Q are CH₂; and
M is absent or CH₂.

40. (CURRENTLY AMENDED) The compound according to Claim 1, wherein the compound of formula I is selected from:

(+/-)-N-phenyl-3-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1- piperidinecarboxamide,

(+/-)-N-(3-methoxyphenyl)-3-[[4-(phenylmethyl)-1-piperidinyl] methyl]-1-
piperidinecarboxamide,

(+/-)-N-(3-carboethoxyphenyl)-3-[[4-(phenylmethyl)-1- piperidinyl]methyl]-1-
piperidinecarboxamide,

(+/-)-N-(3-cyanophenyl)-3-[[4-(phenylmethyl)-1- piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(1-adamantyl)-3-[[4-(phenylmethyl)-1-piperidinyl] methyl]-1-piperidinecarboxamide,

N-phenyl-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1- piperidinecarboxamide,

N-(3-cyanophenyl)-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]- 1-piperidinecarboxamide,

N-(1-adamantyl)-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1- piperidinecarboxamide,

N-(3-methoxyphenyl)-4-[[4-(phenylmethyl)-1-piperidinyl] methyl]-1-piperidinecarboxamide,

N-(3-carboethoxyphenyl)-4-[[4-(phenylmethyl)-1-piperidinyl] methyl]-1-
piperidinecarboxamide,

1-benzoyl-4-[[4-(phenylmethyl)-1-piperidiny]methyl] piperidine,

1-phenylacetyl-4-[[4-(phenylmethyl)-1-piperidiny]methyl] piperidine,

1-(3,4-dimethoxybenzoyl)-4-[[4-(phenylmethyl)-1-piperidiny] methyl]piperidine,

1-(3,5-dichlorobenzoyl)-4-[[4-(phenylmethyl)-1-piperidiny] methyl]piperidine,

1-(3,5-difluorobenzoyl)-4-[[4-(phenylmethyl)-1-piperidiny] methyl]piperidine,

1-(3,5-dimethoxybenzoyl)-4-[[4-(phenylmethyl)-1-piperidiny] methyl]piperidine,

1-(3,4-methylenedioxybenzoyl)-4-[[4-(phenylmethyl)-1- piperidiny]methyl]piperidine,

1-(2-thiophenesulfonyl)-4-[[4-(phenylmethyl)-1-piperidiny] methyl]-piperidinecarboxamide,

1-(3-methoxyphenylacetyl)-4-[[4-(phenylmethyl)-1-piperidiny] methyl]piperidine,

1-(4-methoxyphenylacetyl)-4-[[4-(phenylmethyl)-1-piperidiny] methyl]piperidine,

(+/-)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidiny] methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1- piperidiny]methyl]-1-
piperidinecarboxamide,

(+/-)-N-(1-adamantylphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1- piperidiny]methyl]-1-
piperidinecarboxamide,

(+/-)-N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]- 1-piperidiny]methyl]-1-
piperidinecarboxamide,

(+/-)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1- piperidiny]methyl]-1-
piperidinecarboxamide,

(+/-)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(4-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(1-adamantylphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-1-phenylsulfonyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-1-benzoyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-1-benzyloxycarbonyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

~~(+/-)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-pyrrolidinecarboxamide,~~

~~(+/-)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-pyrrolidinecarboxamide,~~

~~(+/-)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-pyrrolidinecarboxamide,~~

(+/-)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

~~(+/-)-N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-pyrrolidinecarboxamide,~~

~~(+/-)-N-(4-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-pyrrolidinecarboxamide,~~

~~(+/-)-N-(1-adamantylphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-pyrrolidinecarboxamide,~~

(+/-)-N-phenyl-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(3-cyanophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(3-methoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(4-fluorophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(3-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(4-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(1-adamantylphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-phenyl-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl] methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-cyanophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-1-
piperidinecarboxamide,

(+/-)-N-(3-methoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-1-
piperidinecarboxamide,

(+/-)-N-(4-fluorophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-1-
piperidinecarboxamide,

(+/-)-N-(3-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]- 1-piperidinyl]methyl]-1-
piperidinecarboxamide,

(+/-)-N-(4-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]- 1-piperidinyl]methyl]-1-
piperidinecarboxamide,

(+/-)-N-(1-adamantylphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-1-
piperidinecarboxamide,

~~(+/-)-N-(3-cyanophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-4-
morpholinecarboxamide,~~

~~(+/-)-N-(3-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-4-
morpholinecarboxamide,~~

~~(+/-)-N-(4-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-4-
morpholinecarboxamide,~~

~~(+/-)-N-(4-fluorophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-4-
morpholinecarboxamide,~~

~~(+/-)-N-(1-adamantylphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-4-
morpholinecarboxamide,~~

~~(+/-)-N-phenyl-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]-methyl]-4-morpholinecarboxamide,~~

~~(+/-)-N-(3-methoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-4-morpholinecarboxamide,~~

(+/-)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,

(+/-)-N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,

(+/-)-N-(4-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,

(+/-)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,

(+/-)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,

(+/-)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,

(+/-)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-phenylmethyl-1-piperidinecarboxamide,

(+/-)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-phenylmethyl-1-piperidinecarboxamide,

(+/-)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-phenylmethyl-1-piperidinecarboxamide,

(+/-)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-phenylmethyl-1-piperidinecarboxamide,

(+/-)-(cis)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidine-carboxamide,

(+/-)-(cis)-N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

(+/-)-(cis)-N-(4-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

(+/-)-(cis)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidine carboxamide,

(+/-)-(cis)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidine-carboxamide,

(+/-)-(cis)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

(+/-)-(trans)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

(+/-)-(trans)-N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

(+/-)-(trans)-N-(4-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

(+/-)-(trans)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

(+/-)-(trans)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidine carboxamide,

(+/-)-(trans)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

(+/-)-(trans)-N-(3-acetylphenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

~~(+/-) N (3-cyanophenyl) 3 [[4 [(4-fluorophenyl)methyl] 1 piperidinyl]methyl] 3,4-dihydro-2(1H)isoquinoline-carboxamide,~~

~~(+/-) N (phenyl) 3 [[4 [(4-fluorophenyl)methyl] 1 piperidinyl]methyl] 3,4-dihydro-2(1H)isoquinolinecarboxamide,~~

~~(+/-) N (3-methoxyphenyl) 3 [[4 [(4-fluorophenyl)methyl] 1 piperidinyl]methyl] 3,4-dihydro-2(1H)isoquinoline-carboxamide,~~

~~(+/-) 3 [[4 [(4-fluorophenyl)methyl] 1 piperidinyl]methyl] 1,2,3,4-tetrahydro-2-(phenylacetyl)isoquinoline,~~

~~(+/-) 3 [[4 [(4-fluorophenyl)methyl] 1 piperidinyl]methyl] 1,2,3,4-tetrahydro-2-(phenylmethylsulfonyl)isoquinoline,~~

~~(+/-) Phenyl 3 [[4 [(4-fluorophenyl)methyl] 1 piperidinyl]methyl] 3,4-dihydro-2(1H)isoquinolinecarboxylate,~~

~~(+/-) N (4-cyanophenyl) 3 [[4 [(4-fluorophenyl)methyl] 1 piperidinyl]methyl] 3,4-dihydro-2(1H)isoquinoline-carboxamide,~~

~~(+/-) N (4-fluorophenyl) 3 [[4 [(4-fluorophenyl)methyl] 1 piperidinyl]methyl] 3,4-dihydro-2(1H)isoquinoline-carboxamide,~~

~~(+/-) N (3-cyanophenyl) 3 [2 [4 [(phenyl)methyl] 1 piperidinyl]ethyl] 3,4-dihydro-2(1H)isoquinoline-carboxamide,~~

~~(+/-) 3 [[4 [(phenyl)methyl] 1 piperidinyl]ethyl] 1,2,3,4-tetrahydro-2-(phenylsulfonyl)isoquinoline,~~

~~(+/-) N-(4-fluorophenyl)-3-[2-[4-[(phenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

~~(+/-) N-(phenyl)-3-[2-[4-[(phenyl)methyl]-1-piperidinyl]-ethyl]-3,4-dihydro-2(1H)-isoquinolinecarboxamide,~~

~~(+/-) 3-[[4-[(phenyl)methyl]-1-piperidinyl]ethyl]-1,2,3,4-tetrahydro-2-(2-thiophenesulfonyl)isoquinoline,~~

~~(+/-) 3-[[4-[(phenyl)methyl]-1-piperidinyl]ethyl]-1,2,3,4-tetrahydro-2-(phenacetyl)isoquinoline,~~

~~(+/-) N-(3-methoxyphenyl)-3-[2-[4-[(phenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

~~(+/-) N-(phenyl)-3-[2-[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

~~(+/-) N-(3-methoxyphenyl)-3-[2-[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

~~(+/-) N-(3-cyanophenyl)-3-[2-[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

~~(+/-) 3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1,2,3,4-tetrahydro-2-(phenylmethylsulfonyl)isoquinoline,~~

~~(+/-) Phenyl-3-[2-[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxylate,~~

~~(+/-) N-(3-carboethoxyphenyl)-3-[2-[4-[(phenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

~~(+/-) N-(3-carboethoxyphenyl)-3-[2-[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinolinecarboxamide,~~

~~(+/-) N-(3-cyanophenyl)-4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinolinecarboxamide,~~

~~(+/-) 4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)phenylsulfonyl isoquinoline,~~

~~(+/-) N-(4-fluorophenyl)-4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinolinecarboxamide,~~

~~(+/-) N-(phenyl)-4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinolinecarboxamide,~~

~~(+/-) N-(3-methoxyphenyl)-4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

~~(+/-) Phenyl-4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinolinecarboxylate,~~

~~(+/-) 4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-phenacetyl isoquinoline,~~

~~(+/-) N-(3-cyanophenyl)-4-[2-[4-(4-fluorophenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

~~(+/-) 4-[2-[4-(4-fluorophenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-[phenyl]sulfonyl isoquinoline,~~

~~(+/-) 4-[2-[4-(4-fluorophenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)[phenacetyl] isoquinoline,~~

~~(+/-) 4-[2-[4-(4-fluorophenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-[phenylmethyl]sulfonylisoquinoline,~~

~~(+/-) N-(4-carbethoxyphenyl)-4-[2-[4-(4-fluorophenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

~~(+/-) N-(4-fluorophenyl)-4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinolinecarboxamide,~~

~~(2R)-2-[[4-(4-fluorobenzyl)-1-piperidinyl]methyl]-4-[(2R)-3,3,3-trifluoro-2-methoxy-2-phenylpropanoyl]morpholine,~~

~~(2R)-N-(3-acetylphenyl)-2-[[4-(4-fluorobenzyl)-1-piperidinyl]methyl]-4-morpholinecarboxamide,~~

~~(2R)-2-[[4-(4-fluorobenzyl)-1-piperidinyl]methyl]-N-(3-methoxyphenyl)-4-morpholinecarboxamide,~~

~~(2R)-N-(3-cyanophenyl)-2-[[4-(4-fluorobenzyl)-1-piperidinyl]methyl]-4-morpholinecarboxamide,~~

~~(2R)-2-[[4-(4-fluorobenzyl)-1-piperidinyl]methyl]-N-(4-fluorophenyl)-4-morpholinecarboxamide,~~

~~(2R)-2-[[4-(4-fluorobenzyl)-1-piperidinyl]methyl]-N-phenyl-4-morpholinecarboxamide,~~

~~(2R)-N-(3-cyanophenyl)-2-[(3S)-3-(4-fluorobenzyl)piperidinyl]methyl]-4-morpholinecarboxamide,~~

~~(2R)-N-(3-acetylphenyl)-2-[(3S)-3-(4-fluorobenzyl)piperidinyl]methyl]-4-morpholinecarboxamide,~~

~~(2R)-N-(3-acetylphenyl)-2-[(3S)-3-(4-fluorobenzyl)piperidinyl]methyl]-N-phenyl-4-morpholinecarboxamide,~~

3-[[3-(4-fluorobenzyl)-1-pyrrolidinyl]methyl]-N-phenyl-1-piperidinecarboxamide,

N-(3-cyanophenyl)-3-[[3-(4-fluorobenzyl)-1-pyrrolidinyl]methyl]-1-piperidinecarboxamide,

N-(3-acetylphenyl)-3-[[3-(4-fluorobenzyl)-1-pyrrolidinyl]methyl]-1-piperidinecarboxamide,

3-[(3S)-3-(4-fluorobenzyl)piperidinyl]methyl]-N-phenyl-1-piperidinecarboxamide,

N-(3-cyanophenyl)-3-[(3S)-3-(4-fluorobenzyl)piperidinyl]methyl]-1-piperidinecarboxamide, and

N-(3-acetylphenyl)-3-[(3S)-3-(4-fluorobenzyl)piperidinyl]methyl]-1-piperidinecarboxamide,

tert butyl 4-[(3-cyanoanilino)carbonyl]-2-[[4-(4-fluorobenzyl)-1-piperidinyl]methyl]-1-piperazinecarboxylate,

~~*N*-(3-cyanophenyl)-3-[[4-(4-fluorobenzyl)-1-piperidinyl]methyl]-1-piperazinecarboxamide
dihydrochloride,~~

~~4-benzyl-*N*-(3-cyanophenyl)-3-[[4-(4-fluorobenzyl)-1-piperidinyl]methyl]-1-piperazinecarboxamide,~~

~~4-acetyl-*N*-(3-acetylphenyl)-3-[[4-(4-fluorobenzyl)-1-piperidinyl]methyl]-1-piperazinecarboxamide,~~

~~*tert*-butyl 4-[(anilino)carbonyl]-2-[[4-(4-fluorobenzyl)-1-piperidinyl]methyl]-1-piperazinecarboxylate,~~

~~*tert*-butyl 4-[(3-methoxyanilino)carbonyl]-2-[[4-(4-fluorobenzyl)-1-piperidinyl]methyl]-1-
piperazinecarboxylate,~~

~~*tert*-butyl 4-[(3-acetylanilino)carbonyl]-2-[[4-(4-fluorobenzyl)-1-piperidinyl]methyl]-1-
piperazinecarboxylate,~~

~~3-[[4-(4-fluorobenzyl)-1-piperidinyl]methyl]-*N*-phenyl-1-piperazinecarboxamide dihydrochloride,~~

~~3-[[4-(4-fluorobenzyl)-1-piperidinyl]methyl]-*N*-(3-methoxyphenyl)-1-piperazinecarboxamide
dihydrochloride,~~

~~*N*-(3-acetylphenyl)-3-[[4-(4-fluorobenzyl)-1-piperidinyl]methyl]-1-piperazinecarboxamide
dihydrochloride, and~~

~~4-benzyl-*N*-(3-cyanophenyl)-3-[[4-(4-fluorobenzyl)-1-piperidinyl]methyl]-1-piperazinecarboxamide.~~

41. (ORIGINAL) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 1.

42. (ORIGINAL) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 11.

43. - 47. (CANCELED)

48. (CURRENTLY AMENDED) A method of treating disorders comprising administering to a patient in need thereof a therapeutically effect amount of a compound according to claim 1. ~~The method according to Claim 46,~~ wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, inflammatory bowel diseases, idiopathic pulmonary fibrosis, bullous pemphigoid, helminthic parasitic infections, allergic colitis, eczema, conjunctivitis, transplantation, familial eosinophilia, eosinophilic cellulitis, eosinophilic pneumonias, eosinophilic fasciitis, eosinophilic gastroenteritis, drug induced eosinophilia, HIV infection, cystic fibrosis, Churg-Strauss syndrome, lymphoma, Hodgkin's disease, and colonic carcinoma.

49. (ORIGINAL) The method according to Claim 48, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, and inflammatory bowel diseases.

50. (ORIGINAL) The method according to Claim 49, wherein the disorder is asthma.

51. (NEW) A method of treating disorders comprising administering to a patient in need thereof a therapeutically effect amount of a compound according to claim 11, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, inflammatory bowel diseases, idiopathic pulmonary fibrosis, bullous pemphigoid, helminthic parasitic infections, allergic colitis, eczema, conjunctivitis, transplantation, familial eosinophilia, eosinophilic cellulitis, eosinophilic pneumonias, eosinophilic fasciitis, eosinophilic gastroenteritis, drug induced eosinophilia, HIV infection, cystic fibrosis, Churg-Strauss syndrome, lymphoma, Hodgkin's disease, and colonic carcinoma.

52. (NEW) The method according to Claim 51, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, and inflammatory bowel diseases.

53. (NEW) The method according to Claim 52, wherein the disorder is asthma.